

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

ARCHER WELL COMPANY, INC.,

Plaintiff and Counter-
Defendant,

-against-

GW HOLDINGS I LLC,

Defendant and
Counterclaimant, and

WEXFORD CAPITAL LP,

Defendant.

ECF Case

12 Civ. 6762 (JSR)

DECLARATION OF DEREK SHAFFER

I, DEREK SHAFFER, declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am over 18 years old, and I am competent to make this declaration based upon my personal knowledge. I am an attorney at Quinn Emanuel Urquhart & Sullivan, LLP. I am admitted to the New York bar and am currently in good standing. I make this Declaration in support of GW Holdings I LLC's and Wexford Capital LP's ("Defendants") Motion for Summary Judgment.

2. Attached hereto as Exhibit 1 is a true and correct copy of the Purchase Agreement, dated July 31, 2011, between GW Holdings I LLC, as Seller, Acid, Inc., Great White Pressure Pumping LLC, Great White Pressure Control LLC, Great White Directional Services LLC, and Diamondback Directional Drilling LLC, as the Purchased Companies, and Archer Well Company Inc., as Buyer, a document Bates numbered ARCHER-00270505 produced by the Plaintiffs in this action.

3. Attached hereto as Exhibit 2 is a true and correct copy of the Schedules to the Purchase Agreement, a document Bates numbered ARCHER-00349470 produced by Plaintiffs in this action, dated July 31, 2011.

4. Attached hereto as Exhibit 3 is a true and correct copy of the Amended Purchase Agreement (“APA”), a document Bates numbered ARCHER-00270717 produced by Plaintiffs in this action, dated August 22, 2011.

5. Attached hereto as Exhibit 4 are true and correct copies of excerpts from the Transcript of Christoph Bausch, dated March 20, 2013.

6. Attached hereto as Exhibit 5 are true and correct copies of excerpts from the Transcript of David Sparkman, dated March 26, 2012.

7. Attached hereto as Exhibit 6 is a true and correct copy of a document bearing Bates number ARCHER-00656606, which was introduced as Exhibit 1 to the deposition of Terry Keane, dated March 28, 2013.

8. Attached hereto as Exhibit 7 is a true and correct copy of a document bearing Bates Number ARCHER-00064824, which was introduced as Exhibit 8 to the deposition Steven Russell, dated April 1, 2013.

9. Attached hereto as Exhibit 8 are true and correct copies of excerpts from the transcript of the deposition of Steven West, dated March 29, 2013.

10. Attached hereto as Exhibit 9 is a true and correct copy of a document bearing Bates Number GW-WX00013895, which was introduced as Exhibit 7 to the deposition of Steven West, dated March 29, 2013.

11. Attached hereto as Exhibit 10 are true and correct copies of excerpts from the transcript of the deposition of Charles Davidson, dated March 21, 2013.

12. Attached hereto as Exhibit 11 are true and correct copies of excerpts from the transcript of the deposition of Arthur Amron, dated March 14, 2013.

13. Attached hereto as Exhibit 12 is a true and correct copy of a document bearing Bates Number ARCHER-00655829, which was introduced as Exhibit 4 to the deposition of Christoph Bausch, dated March 20, 2013.

14. Attached hereto as Exhibit 13 is a true and correct copy of a document bearing Bates Number ARCHER-00681086, which was introduced as Exhibit 32 to the deposition of Christoph Bausch, dated March 20, 2013.

15. Attached hereto as Exhibit 14 are true and correct copies of excerpts from the transcript of the deposition of Terry Keane, dated March 28, 2013.

16. Attached hereto as Exhibit 15 is a true and correct copy of a document bearing Bates Number ARCHER-00633641, which was introduced as Exhibit 28 to the deposition of Christoph Bausch, dated March 20, 2013.

17. Attached hereto as Exhibit 16 are true and correct copies of excerpts from the transcript of the deposition of Maxime Bouthillette, dated March 25, 2013.

18. Attached hereto as Exhibit 17 are true and correct copies of excerpts from the transcript of the deposition of Steven Russell, dated April 1, 2013.

19. Attached hereto as Exhibit 18 are true and correct copies of excerpts from the transcript of the deposition of Steve Collins, dated March 7, 2013.

20. Attached hereto as Exhibit 19 are true and correct copies of excerpts from the transcript of the deposition of Thorleif Egeli, dated March 29, 2013.

21. Attached hereto as Exhibit 20 is a true and correct copy of Defendant's Notice of Deposition of Plaintiff Archer Well Company, Inc. Pursuant to Federal Rule Of Civil Procedure

30(b)(6), which was introduced as Exhibit 6 to the deposition of Jim Gutierrez, dated April 3, 2013.

22. Attached hereto as Exhibit 21 is a true and correct copy of an email conversation between Keith Forst and Daniel Mayerfeld regarding 30(b)(6) Depositions, which was introduced as Exhibit 7 to the deposition of Jim Gutierrez, dated April 3, 2013.

23. Attached hereto as Exhibit 22 is a true and correct copy of the document bearing Bates Number ARCHER-00631566, which was introduced as Exhibit 16 to the deposition of Steven Russell, dated April 1, 2013.

24. Attached hereto as Exhibit 23 is a true and correct copy of the document bearing Bates Number ARCHER-00656780, which was introduced as Exhibit 18 to the deposition of Steven Russell, dated April 1, 2013.

25. Attached hereto as Exhibit 24 is a true and correct copy of the document bearing Bates Number ARCHER-00673150, which was introduced as Exhibit 26 to the deposition of Thorleif Egeli, dated March 29, 2013.

26. Attached hereto as Exhibit 25 is a true and correct copy of the document bearing Bates Number ARCHER-00624746, which was introduced as Exhibit 7 to the deposition of Steven Russell, dated April 1, 2013.

27. Attached hereto as Exhibit 26 is a true and correct copy of the document bearing Bates Number ARCHER-00633929, which was introduced as Exhibit 19 to the deposition of Thorleif Egeli, dated March 29, 2013.

28. Attached hereto as Exhibit 27 is a true and correct copy the document bearing Bates Number ARCHER-00658232, which was introduced as Exhibit 4 to the deposition of Terry Keane, dated March 28, 2013.

29. Attached hereto as Exhibit 28 is a true and correct copy of the document bearing Bates Number ARCHER-00624799, which was introduced as Exhibit 3 to the deposition of Jim Gutierrez, dated April 3, 2013.

30. Attached hereto as Exhibit 29 are true and correct copies of excerpts from the transcript of the deposition of Ronald Coleman, dated April 2, 2013.

31. Attached hereto as Exhibit 30 is a true and correct copy of the document bearing Bates Number ARCHER-00681745, which was introduced as Exhibit 6 to the deposition of Ronald Coleman, dated April 2, 2013.

32. Attached hereto as Exhibit 31 is a true and correct copy of the document bearing Bates Number ARCHER-00671468, which was introduced as Exhibit 8 to the deposition of Ronald Coleman, dated April 2, 2013.

33. Attached hereto as Exhibit 32 is a true and correct copy of the document bearing Bates Number ARCHER-00624799, which was introduced as Exhibit 6 to the deposition of Steven Russell, dated April 1, 2013.

34. Attached hereto as Exhibit 33 is a true and correct copy of the document bearing Bates Number ARCHER-00656807, which was introduced as Exhibit 5 to the deposition of Steven Russell, dated April 1, 2013.

35. Attached hereto as Exhibit 34 is a true and correct copy of the document bearing Bates Number ARCHER-00655131, which was introduced as Exhibit 21 to the deposition of Thorleif Egeli, dated March 29, 2013.

36. Attached hereto as Exhibit 35 is a true and correct copy of the document bearing Bates Number ARCHER-00634430, which was introduced as Exhibit 6 to the deposition of Christoph Bausch, dated March 20, 2013.

37. Attached hereto as Exhibit 36 is a true and correct copy of the document bearing Bates Number ARCHER-00154154, which was introduced as Exhibit 4 to the deposition of Ginger Menown, dated April 4, 2013.

38. Attached hereto as Exhibit 37 are true and correct copies of excerpts from the transcript of the deposition of Ginger Menown, dated April 4, 2013.

39. Attached hereto as Exhibit 38 is a true and correct copy of the document bearing Bates Number ARCHER-00063828, which was introduced as Exhibit 5 to the deposition of Ginger Menown, dated April 4, 2013.

40. Attached hereto as Exhibit 39 is a true and correct copy of the document bearing Bates Number ARCHER-00520531, which was introduced as Exhibit 6 to the deposition of Ginger Menown, dated April 4, 2013.

41. Attached hereto as Exhibit 40 is a true and correct copy of the document bearing Bates Number ARCHER-00441339, which was introduced as Exhibit 1 to the deposition of Christoph Bausch, dated March 20, 2013.

42. Attached hereto as Exhibit 41 is a true and correct copy of the document bearing Bates Number ARCHER-00656862, which was introduced as Exhibit 14 to the deposition of Thorleif Egeli, dated March 29, 2013.

43. Attached hereto as Exhibit 42 is a true and correct copy of the document bearing Bates Number ARCHER-00656606, which was introduced as Exhibit 4 to the deposition of Thorleif Egeli, dated March 29, 2013.

44. Attached hereto as Exhibit 43 is a true and correct copy of the document bearing Bates Number ARCHER-00624915, which was introduced as Exhibit 7 to the deposition of Thorleif Egeli, dated March 29, 2013.

45. Attached hereto as Exhibit 44 are true and correct copies of excerpts from the transcript of the deposition of Jim Gutierrez, dated April 3, 2013.

46. Attached hereto as Exhibit 45 is a true and correct copy of Jim Gutierrez' schedule, which was introduced as Exhibit 2 to the deposition of Jim Gutierrez , dated April 3, 2013.

47. Attached hereto as Exhibit 46 are true and correct copies of excerpts from the transcript of the deposition of Dee Collinsworth, dated March 5, 2013.

48. Attached hereto as Exhibit 47 are true and correct copies of excerpts from the transcript of the deposition of John Jordan, dated April 4, 2013.

49. Attached hereto as Exhibit 48 are true and correct copies of excerpts from the transcript of the deposition of William Haley, dated March 27, 2013.

50. Attached hereto as Exhibit 49 is a true and correct copy of a document Bates numbered GW-WX00005926 produced by Defendants in this action.

51. Attached hereto as Exhibit 50 is a true and correct copy of Steve Henley's September 8, 2011, letter, which was introduced as Exhibit 7 to the deposition of Christoph Bausch, dated March 20, 2013.

52. Attached hereto as Exhibit 51 is a true and correct copy of a the Indemnity Escrow Agreement, a document Bates numbered GW-WX00000421 produced by Defendants in this action.

53. Attached hereto as Exhibit 52 are true and correct copies of excerpts from the transcript of the deposition of Paul Jacobi, dated March 12, 2013.

54. Attached hereto as Exhibit 53 is a true and correct copy of a document Bates numbered ARCHER-00270350 produced by Plaintiffs in this action.

55. Attached hereto as Exhibit 54 is a true and correct copy of a document Bates numbered GW-WX00005928 produced by Defendants in this action.

56. Attached hereto as Exhibit 55 is a true and correct copy of a document Bates numbered ARCHER-00525126 produced by Plaintiffs in this action.

57. Attached hereto as Exhibit 56 is a true and correct copy of a document Bates numbered ARCHER-00270352 produced by Plaintiffs in this action.

58. Attached hereto as Exhibit 57 is a true and correct copy of the document which was introduced as Exhibit 19 to the deposition of Christoph Bausch, dated March 20, 2013.

59. Attached hereto as Exhibit 58 is a true and correct copy of the document Bates numbered ARCHER-00065479 produced by Plaintiffs in this action.

60. Attached hereto as Exhibit 59 is a true and correct copy of the document Bates numbered ARCHER-00063451 produced by Plaintiffs in this action.

61. Attached hereto as Exhibit 60 is a true and correct copy of the document bearing Bates Number ARCHER-00633641, which was introduced as Exhibit 54 to the deposition of Thorleif Egeli, dated March 29, 2013.

62. Attached hereto as Exhibit 61 is a true and correct copy of the document bearing Bates Number ARCHER-00624743, which was introduced as Exhibit 9 to the deposition of Thorleif Egeli, dated March 29, 2013.

63. Attached hereto as Exhibit 62 is a true and correct copy of Plaintiff's Responses and Objections to Defendants' First Set of Interrogatories, dated November 28, 2011.

64. Attached hereto as Exhibit 63 is a true and correct copy of Plaintiff's Supplemental Responses and Objections to Defendants' First Set of Interrogatories, dated January 11, 2013.

65. Attached hereto as Exhibit 64 is a true and correct copy of emails between Keith Forst and Daniel Mayerfeld regarding Archer production, dated April 5, 2013.

66. Attached hereto as Exhibit 65 is a true and correct copy of the Expert Report of Ginger Menown, which was introduced as Exhibit 1 to the deposition of Ginger Menown, dated April 4, 2013.

67. Attached hereto as Exhibit 66 is a true and correct copy of the document bearing Bates Number ARCHER-00441802, which was introduced as Exhibit 7 to the deposition of Ginger Menown, dated April 4, 2013.

68. Attached hereto as Exhibit 67 is a true and correct copy of the document bearing Bates Number ARCHER-00542010, which was introduced as Exhibit 12 to the deposition of Ginger Menown, dated April 4, 2013.

69. Attached hereto as Exhibit 68 is a true and correct copy of the Rebuttal Report of Daniel R. Fischel, which was introduced as Exhibit 1 to the deposition of Daniel Fischel, dated April 4, 2013.

70. Attached hereto as Exhibit 69 are true and correct copies of excerpts of the transcript of the deposition of Saad Bargach, dated April 3, 2013.

71. Attached hereto as Exhibit 70 is a true and correct copy of a document Bates numbered ARCHER-00600490 produced by Plaintiffs.

72. Attached hereto as Exhibit 71 is a true and correct copy of the document bearing Bates Number ARCHER-00624915, which was introduced as Exhibit 4 to the deposition of Ronald Coleman, dated April 2, 2013.

73. Attached hereto as Exhibit 72 is a true and correct copy of the document bearing Bates Number ARCHER-00681743, which was introduced as Exhibit 1 to the deposition of Ronald Coleman, dated April 2, 2013.

I declare under penalty of perjury that the foregoing is true and correct.

DATED: April 12, 2013

Respectfully submitted,

/s/ Derek L. Shaffer

Derek L. Shaffer